



NOTE - #s in ltr do not = Nos in document.

SEABOARD COAST LINE RAILROAD COMPANY

Treasury Department
P. O. Box 27581
Richmond, Virginia 23261

LEONARD G. ANDERSON
VICE PRESIDENT AND TREASURER

August 2, 1976

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

8156-B
RECORDED & INDEXED
AUG 6 1976 10 10 AM
INTERSTATE COMMERCE COMMISSION

RECEIVED
AUG 6 9 05 AM '76
I.C.C.
FEE OPERATION BR.

Dear Mr. Oswald:

I am enclosing for filing and recordation under the provisions of Section 20c of the Interstate Commerce Act, as amended, counterparts Nos. 1 through 5 of Supplement No. 2, dated July 15, 1976, to Railroad Equipment Lease Agreement dated as of December 23, 1975, filed with your Commission on December 24, 1975, at 9:00 a.m. and assigned Recordation No. 8156. Counterpart No. 1 of Supplement No. 2 may be treated as the original and the others as counterparts thereof.

1. Names and addresses of the parties to Supplement No. 2

- (a) Lessor - BA Leasing Corporation,
Bank of America Center, North America
Division Leasing, San Francisco,
California 94137
- (b) Lessee - Seaboard Coast Line Railroad
Company, P. O. Box 27581, Richmond,
Virginia 23261

2. Description of the equipment

Identifying marks:

"Owned by and leased from BA LEASING
CORPORATION under a Lease recorded
with the I.C.C."

6219 AO 10

6219

10

Mr. Robert L. Oswald - 2

<u>General Description</u>	<u>Type of Equipment</u>	<u>A.A.R.Mech. Design.</u>	<u>Number</u>	<u>SCL Road Numbers</u>
Wet rock hopper cars	77-ton	HMS	150	155450-155599, both inclusive
Coal hopper cars	77-ton	HT	84	162816-162899, both inclusive
Gondola cars	77-ton	GB	100	133800-133899, both inclusive

Counterparts Nos. 1 through 3 of the above mentioned document should be returned to Mr. Erle J. Zoll, Jr., representing the undersigned, 1000 Connecticut Avenue, N.W., Washington, D. C. 20036.

I am enclosing this company's check in the amount of \$10.00 made payable to the Commission covering the recordation fee for the above mentioned document.

Very truly yours,

SEABOARD COAST LINE RAILROAD COMPANY

By 

Leonard G. Anderson
Vice President and Treasurer

Interstate Commerce Commission
Washington, D.C. 20423

8/9/76


OFFICE OF THE SECRETARY

Mr. Leonard G. Anderson
Vice President and Treasurer
Treasury Department
P.O.Box 27581
Richmond, Virginia 23261

Dear

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **8/6/76** at **9:10am**,
and assigned recordation number(s) **8156-B**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

ACCEPTANCE SUPPLEMENT NO. 2
Of That Certain
RAILROAD EQUIPMENT LEASE AGREEMENT DATED AS OF
December 23, 1975
By and Between
BA LEASING CORPORATION
As Lessor
And
SEABOARD COAST LINE RAILROAD COMPANY
As Lessee

RECORDED NO. 8156-B

AUG 6 1976-9 10 AM

INTERNATIONAL COMMERCE COMMISSION

The undersigned Lessor and Lessee under the Railroad Equipment Lease Agreement described in the caption hereof (the "Lease") hereby acknowledge and agree that the Items of Equipment described in this Acceptance Supplement have been delivered to and are now in the possession of and have been unconditionally accepted by the Lessee under and pursuant to and subject to all the terms and conditions of the Lease and that the following is the description and location of delivery of said Items, the expiration date of the Lease term for said Items, the rent, the Stipulated Loss Value with respect to said Items.

DESCRIPTION AND LOCATION OF EQUIPMENT

The description and the location of delivery of the Items of Equipment covered by this Schedule are set forth in Annex "A" attached hereto and incorporated by this reference. The Lessor and the Lessee acknowledge and agree that the cost of each separate Item of Equipment for purposes of computing the Stipulated Loss Value thereof is the cost set forth in said Description.

EXPIRATION DATE OF TERM April 14, 1984

RENT

Base Rent:

\$1,226,821.44 payable in (32) quarterly payments, each payable in arrears, and each in the amount of \$38,338.17, commencing on the 15th day of July, 1976 and on the 15th day of each third month thereafter.

Interim Rent:

2,837.26
\$ ~~1,313.21~~ payable on the date hereof.

STIPULATED LOSS VALUE

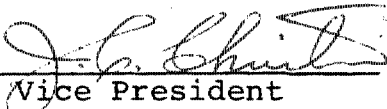
The Stipulated Loss Value of the Equipment shall be the sum of (i) the product in dollars of the amount shown on Annex A to this Acceptance Supplement as the Cost of the Item or Items of Equipment with respect to which the Stipulated Loss Value is payable under the Lease and the percentage set forth on Schedule 2 to the Lease which is appropriate to the number of rent installments Lessee has actually paid to Lessor, and (ii) all taxes, fees, interest and other charges, if any, imposed or assessed in connection with or under the Lease with respect to said Item or Items of Equipment.

DATED: July 15, 1976

LESSOR:

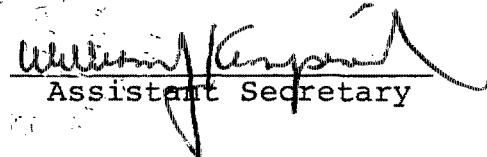
BA LEASING CORPORATION

By


Vice President

JAMES C. CHRISTIE
Vice President

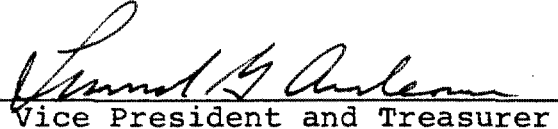
ATTEST:


Assistant Secretary

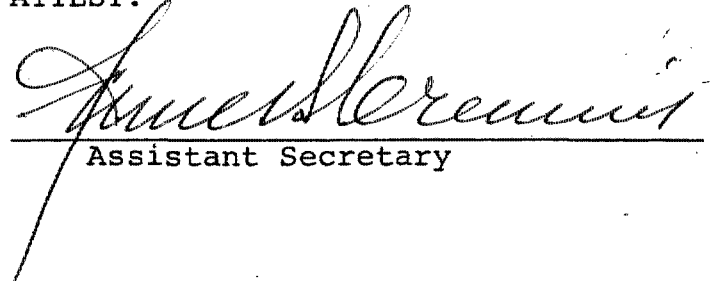
LESSEE:

SEABOARD COAST LINE RAILROAD COMPANY

By


Vice President and Treasurer

ATTEST:

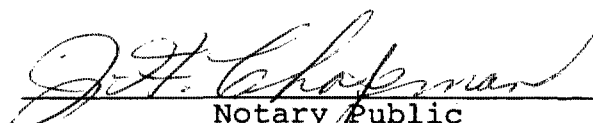

Assistant Secretary

ANNEX A
To
ACCEPTANCE SUPPLEMENT NO. 2
Of That Certain
RAILROAD EQUIPMENT LEASE AGREEMENT DATED AS OF
December 23, 1975
By and Between
BA LEASING CORPORATION
As Lessor
And
SEABOARD COAST LINE RAILROAD COMPANY
As Lessee

<u>Description of Equipment</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Delivery Location</u>
63 Wet Rock Hopper 77-ton Wet Rock Hoppers Numbered: SCL 155537-155599 (both inclusive)	\$ 7,233.00	\$ 455,679.00	Tampa, Fla.
57 Gondolas 77-ton Gondolas Numbered: SCL 133843-133899 (both inclusive)	8,692.00	495,444.00	Waycross, Ga.

COMMONWEALTH OF VIRGINIA)
) SS
CITY OF RICHMOND)

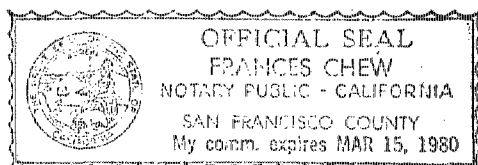
On this 15th day of July, 1976, before me personally appeared Leonard G. Anderson, to me personally known, who being by me duly sworn, says that he is the Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires: JUN 4 1978

STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On this 20th day of July, 1976, before me personally appeared J. C. Christie, to me personally known, who being by me duly sworn, says that he is the Vice President of BA LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

My commission expires: March 15, 1980